



235 East 45th Street, New York, NY 10017

Darci J. Bailey
Vice President & Associate General Counsel
Legal & Business Affairs
T: (212) 850-9382
darci.bailey@aenetworks.com

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Via ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street SW
Washington, D.C. 20554

Re: Applications of Comcast Corporation and Time Warner Cable Inc., Charter Communications Inc. and SpinCo, for Consent to Assign Licenses or Transfer Control of Licensees, MB Docket No. 14-57

Applications of AT&T, Inc. and DIRECTV for Consent to Assign Licenses or Transfer Control of Licensees, MB Docket No. 14-90

Dear Ms. Dortch:

A+E Television Networks, LLC ("AETN") submits these comments in response to the Media Bureau's Public Notice, DA 14-1383, released on September 23, 2014, in the referenced proceedings.

A+E Networks is an award-winning, global multi-platform media company offering among other things cable networks, websites, games, apps, consumer products, films and educational products. A+E Networks is comprised of the following networks and divisions: A&E, Lifetime, HISTORY, LMN, BIO, FYI, H2, HISTORY en Español, Crime & Investigation Network, Military History, LRW, A&E IndieFilms, A+E Networks International, A+E Networks Digital and A+E Networks Consumer Products. A+E Networks channels and branded programming reach more than 350 million households in over 160 countries.

The Public Notice seeks comment on concerns expressed by both cable programming networks and broadcast television stations that the protective measures adopted in these proceedings do not adequately protect the proprietary business information of counterparties to affiliation and distribution agreements with the transaction parties that have been identified for review by the Commission in connection with its review of the transactions. Fundamentally, the Public Notice asks whether "the current protective orders in these proceedings [are] sufficient to protect the confidentiality of" such agreements and, if not, whether and to what extent it should consider implementing additional protections to this subset of highly sensitive materials.

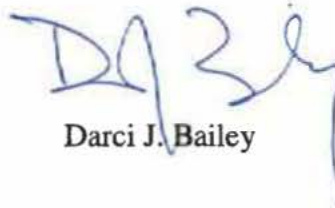
Like other content owners whose affiliation and distribution agreements are the subject of discovery in these proceedings, AETN is not a party to the proceedings and has been implicated in them only as a result of its status as a counterparty to certain agreements with the transaction parties. Indeed, even with release of the Public Notice, AETN has not been afforded any opportunity to object to the placement of its highly sensitive materials in the record of the proceedings.

AETN shares the concerns expressed by certain programmers in their September 23, 2014 submission in these proceedings that the availability of highly proprietary business information for public inspection even by outside counsel and consultants would severely compromise the integrity of those materials and the business relationships of AETN. In our view, these materials include not only affiliation and distribution agreements, but also narrative descriptions of those agreements and documents and data relating to the negotiation of those agreements. As the programmers noted in their September 23 submission, these agreements contain highly proprietary terms and conditions, including price terms and economic 'most favored nations' obligations, and are subject to stringent confidentiality provisions. Meanwhile, many of the terms of these agreements are arcane and highly specialized; the ranks of outside lawyers and advisors who engage in these activities are small; and in our experience outside lawyers and consultants often serve as indispensable members of their clients' business teams. Accordingly, as the programmers pointed out, access to these materials even by outside counsel and consultants unavoidably gives rise to a substantial and irremediable risk that terms and conditions of our agreements would be used as negotiating fodder by distributors, or competing programmers, or both. The availability of this information thus has significant potential anti-competitive implications and manifest harm to consumers and the public interest.

AETN agrees with the programmers that the current protective orders do not ensure that the confidentiality of these materials will be preserved. AETN further believes that an effective way -- perhaps the only effective way -- to address these concerns would be for highly sensitive materials to remain in the custody of the Department of Justice for review by the FCC staff. It is our understanding that this protocol was implemented in connection with the Commission's review of the Comcast/NBCU merger in 2010 and that it enabled the Commission to review sensitive materials without the risk that they would be compromised. AETN believes that the only possible alternative to segregation of these materials would be for them to be anonymized and redacted by the affected counterparty-- including with respect to all price and other sensitive business terms -- before they would be made available for review by anyone other than Commission personnel.

We urge the Commission to take the reasonable and straightforward step of segregating highly proprietary business materials at the Department of Justice. Doing so will prevent the risk of public dissemination of highly proprietary business materials relating to programmers like A&E that are not parties to the proceedings and have nothing to gain, and everything to lose, from disclosure of their contracts.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read 'DJ Bailey', with a stylized flourish extending from the end.

Darci J. Bailey